

RECORDATION NO. 18449-C

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 17, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: NYC – ET 1993B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 18449.

The names and addresses of the parties to the enclosed document are:

Sublessor: Consolidated Rail Corporation
1000 Howard Boulevard
Fourth Floor
Mt. Laurel, NJ 08054

Sublessee/
Assignor: NYC Newco, Inc.
500 Water Street
Jacksonville, FL 32202

Trust/Assignee/
Sublessor: Conrail Sublease Trust NYC – ET 1993B
c/o Deutsche Bank Trust Company Delaware
1101 Centre Road, Suite 200
Wilmington, DE

Sublessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

[Senior Lessor: Wilmington Trust Company]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

12 locomotives CSXT 8775 – CSXT 8786 (formerly within the series CR 5545 – CR 5573); and 21 locomotives NYC 7354 – NYC 7374 (formerly within the series CR 6181 – CR 6229).

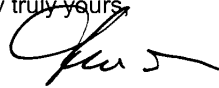
A short summary of the document to appear in the index follows:

Memorandum of Sublease and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-ET1993B, by

CONSOLIDATED RAIL CORPORATION ("Conrail")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

RECORDATION NO. 18449-C FILED

NYC NEWCO, INC. (the "Company")
500 Water Street
Jacksonville, Florida 32202

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SURFACE TRANSPORTATION BOARD

CONRAIL SUBLEASE TRUST NYC-ET1993B (the "Trust")
In care of Deutsche Bank Trust Company Delaware
1101 Centre Road Suite 200
Wilmington, Delaware

and

CSX TRANSPORTATION, INC. (the "Railroad")
500 Water Street
Jacksonville, Florida 32202.

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule A hereto:

1. The Sublease of Railroad Equipment NYC-ET1993B between Conrail, sublessor, and the Company, sublessee.
2. The assignment by the Company, assignor, of its subleasehold interest under sublease named in item 1 to the Trust, assignee, and the assumption of the obligations of the Company as sublessee under sublease named in item 1 by the Trust, pursuant to the Assignment and Assumption of Sublease and Agreement NYC-ET1993B among the Company, the Trust, and Conrail.
3. The Sublease of Railroad Equipment NYC-ET1993B between the Trust, sublessor, and the Railroad, sublessee.
4. The assignment by the Trust, assignor, of the sublease named in item 3 to Conrail, assignee, as security for the Trust's obligations under the sublease named in item 1, pursuant to the Assignment and Assumption of Sublease and Agreement NYC-ET1993B described in item 2.

5. The assignment by Conrail, assignor, of the sublease named in item 1, and the reassignment of the sublease named in item 3, to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease NYC-ET1993B by Conrail in favor of the Senior Lessor.

6. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 3 to Norfolk Southern Railway Company, assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by *Joseph R. Ryan*.....
NYC NEWCO, INC.

by *Louis H. Reber*.....
CONRAIL SUBLEASE TRUST NYC-ET1993B

by Deutsche Bank Trust Company
Delaware, not in its individual
capacity but solely as trustee

by *Marilyn McEwen*.....
CSX TRANSPORTATION, INC.

by *Louis H. Reber*.....

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared Marilyn McGowan, to me personally known, who, by me being duly sworn, says that he is Vice President of DEUTSCHE BANK TRUST COMPANY DELAWARE, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Ebonique Jackson
.....
Notary Public

My commission expires

EBONIQUE S. JACKSON
NOTARY PUBLIC, State of New York
No. 01JA6064484
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12th day of August, 2004, before me personally appeared LOUIS G. Reicher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia Zakary
.....
Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12th day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is CFO-Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ebonique Jackson
Notary Public

My commission expires

EBONIQUE S. JACKSON
NOTARY PUBLIC, State of New York
No. 01JA6064484
Qualified in New York County
Commission Expires Sept. 24, 2005

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS.:

On this 12th day of August, 2004, before me personally appeared Louis G. Recher, to me personally known, who, by me being duly sworn, says that he is Authorized Signatory of NYC NEWCO, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cynthia Zakary
Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

SCHEDULE A
SENIOR TRANSACTION ET1993B

Senior Lease:

Equipment Trust Agreement dated as of November 1, 1993, between Wilmington Trust Company, trustee, and Consolidated Rail Corporation, as amended to the date hereof.

Recorded with the Interstate Commerce Commission on November 4, 1993, and assigned recordation number 18449.

Senior Lessor:

Wilmington Trust Company, as trustee

Schedule "B" Equipment**ETC 093****NYC Units**

Count	Description	<u>Original</u>		<u>Current</u>	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	SD60M	CR	5545	CSXT	8775
2	SD60M	CR	5547	CSXT	8776
3	SD60M	CR	5549	CSXT	8777
4	SD60M	CR	5551	CSXT	8778
5	SD60M	CR	5555	CSXT	8779
6	SD60M	CR	5556	CSXT	8780
7	SD60M	CR	5561	CSXT	8781
8	SD60M	CR	5562	CSXT	8782
9	SD60M	CR	5566	CSXT	8783
10	SD60M	CR	5567	CSXT	8784
11	SD60M	CR	5569	CSXT	8785
12	SD60M	CR	5573	CSXT	8786

12 Total SD 60M Locomotive Units

1	C40-8W	6181	NYC	7354
2	C40-8W	6183	NYC	7355
3	C40-8W	6186	NYC	7356
4	C40-8W	6190	NYC	7357
5	C40-8W	6192	NYC	7358
6	C40-8W	6193	NYC	7359
7	C40-8W	6194	NYC	7360
8	C40-8W	6198	NYC	7361
9	C40-8W	6201	NYC	7362
10	C40-8W	6203	NYC	7363
11	C40-8W	6204	NYC	7364
12	C40-8W	6206	NYC	7365
13	C40-8W	6208	NYC	7366
14	C40-8W	6213	NYC	7367
15	C40-8W	6215	NYC	7368
16	C40-8W	6217	NYC	7369
17	C40-8W	6219	NYC	7370
18	C40-8W	6223	NYC	7371
19	C40-8W	6224	NYC	7372
20	C40-8W	6227	NYC	7373
21	C40-8W	6229	NYC	7374

21 Total C40-8W locomotive Units**33 Total NYC Locomotive Units ETC 093**